

**FEC FORM 5****REPORT OF INDEPENDENT EXPENDITURES MADE AND CONTRIBUTIONS RECEIVED**

To Be Used by Persons (Other than Political Committees) including Qualified Nonprofit Corporations

1. (a) Name of Individual, Organization or Corporation <b>AMERICANS FOR PROSPERITY</b>		3. FEC Identification Number <b>C</b> <b>C90013285</b>
(b) Address (number and street) <input type="checkbox"/> check if different than previously reported 2111 WILSON BLVD. SUITE 350		
(c) City, State and ZIP Code ARLINGTON VA 22201		
2. <b>Corporate filers only</b>	Is the filer a qualified nonprofit corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>Individual filers only</b>	Name of Employer	Occupation

## 4. TYPE OF REPORT (check appropriate boxes):

- (a) ☐ April 15 Quarterly Report  
☐ July 15 Quarterly Report  
☒ October 15 Quarterly Report  
☐ January 31 Year-End Report
- ☐ 24-Hour Report  
☐ 48-Hour Report

b) Is this Report an amendment? Yes ☐ No ☒

## 5. COVERING PERIOD: FROM

M  M  /  D  D  /  Y  Y  Y  Y  Y  
 07 / 01 / 2012  
 THROUGH  
 M  M  /  D  D  /  Y  Y  Y  Y  Y  
 09 / 30 / 2012

6. TOTAL CONTRIBUTIONS .....

.00

7. TOTAL INDEPENDENT EXPENDITURES .....

30800720.32

Under penalty of perjury I certify that the independent expenditures reported herein were not made in cooperation, consultation, or concert with, or at the request or suggestion of, any candidate or authorized committee or agent of either, or any political party committee or its agent. In addition, (if the independent expenditures reported herein were made by a corporation) I certify that the corporation is a qualified nonprofit corporation under the Commission's regulations.

TYPE OR PRINT NAME OF PERSON COMPLETING FORM

SIGNATURE

DATE

*[Electronically Filed]*

Tracy Henke

Tracy Henke

10/15/2012

NOTE: Submission of false, erroneous or incomplete information may subject the person signing this report to the penalties of 2 U.S.C. §437g.

For further information, contact:

Federal Election Commission, 999 E Street, N.W., Washington, D.C. 20463 Toll Free 800-424-9530, Local 202-694-1100

**SCHEDULE 5-E**  
**ITEMIZED INDEPENDENT EXPENDITURES**PAGE 2 OF 11  
FOR LINE 7 OF FORM 5

NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Richard Sales Media		Date MM / DD / YYYY 08 / 08 / 2012	
Mailing Address 9010 S. 10th St.		Amount 9000.00	
City Phoenix	State AZ	Zip Code 85042	Transaction ID : F57.000001
Purpose of Expenditure Advertising-TV production ("Tick Tock")		Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 9000.00		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) Convention	

  

Full Name (Last, First, Middle Initial) of Payee Mentzer Media		Date MM / DD / YYYY 08 / 08 / 2012	
Mailing Address 600 Fairmount Ave Suite 306		Amount 6633440.12	
City Towson	State MD	Zip Code 21286	Transaction ID : F57.000002
Purpose of Expenditure Advertising-TV placement ("Tick Tock")		Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 6642440.12		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) Convention	

  

Full Name (Last, First, Middle Initial) of Payee McCarthy Hennings Media, Inc.		Date MM / DD / YYYY 08 / 16 / 2012	
Mailing Address 1850 M Street, NW Suite 235		Amount 32895.79	
City Washington	State DC	Zip Code 20036	Transaction ID : F57.000003
Purpose of Expenditure Advertising-TV production ("Voted For")		Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 6675335.91		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) Convention	

(a) **SUBTOTAL** of Itemized Independent Expenditures..... ➤

6675335.91

(b) **SUBTOTAL** of Unitemized Independent Expenditures..... ➤(c) **TOTAL** Independent Expenditures ..... ➤  
(carry total from last page forward to Line 7)

**SCHEDULE 5-E**  
**ITEMIZED INDEPENDENT EXPENDITURES**PAGE 3 OF 11  
FOR LINE 7 OF FORM 5

NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Mentzer Media		Date MM / DD / YYYY 08 / 15 / 2012
Mailing Address 600 Fairmount Ave Suite 306		Amount 919863.84 Transaction ID : F57.000004
City Towson	State MD	
Zip Code 21286		
Purpose of Expenditure Advertising-TV placement ("Voted For")	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 7595199.75		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) Convention
Full Name (Last, First, Middle Initial) of Payee McCarthy Hennings Media, Inc.		Date MM / DD / YYYY 08 / 16 / 2012
Mailing Address 1850 M Street, NW Suite 235		Amount 18934.87 Transaction ID : F57.000005
City Washington	State DC	
Zip Code 20036		
Purpose of Expenditure Advertising-TV production ("Still Believe")	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 7614134.62		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) Convention
Full Name (Last, First, Middle Initial) of Payee Mentzer Media		Date MM / DD / YYYY 08 / 13 / 2012
Mailing Address 600 Fairmount Ave Suite 306		Amount 6503103.72 Transaction ID : F57.000006
City Towson	State MD	
Zip Code 21286		
Purpose of Expenditure Advertising-TV placement ("Still Believe")	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 14117238.34		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) Convention

(a) SUBTOTAL of Itemized Independent Expenditures.....	7441902.43
(b) SUBTOTAL of Unitemized Independent Expenditures.....	
(c) TOTAL Independent Expenditures..... (carry total from last page forward to Line 7)	

**SCHEDULE 5-E**  
**ITEMIZED INDEPENDENT EXPENDITURES**PAGE 4 OF 11  
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NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Angler, LLC		Date MM / DD / YYYY 08 / 16 / 2012	
Mailing Address P.O. Box 71686		Amount 1240.00	
City Phoenix	State AZ	Zip Code 85050	Transaction ID : F57.000007
Purpose of Expenditure Internet Website Development and Hosting ("whereisthechange.org")		Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 14118478.34		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention	
Full Name (Last, First, Middle Initial) of Payee Tommy Downs		Date MM / DD / YYYY 08 / 20 / 2012	
Mailing Address 2111 Wilson Blvd. Suite 350		Amount 315.26	
City Arlington	State VA	Zip Code 22201	Transaction ID : F57.000008
Purpose of Expenditure Advertising - allocable salary and benefits for in-house production of web ad ("Voted For")		Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 14118793.60		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention	
Full Name (Last, First, Middle Initial) of Payee Target Enterprises		Date MM / DD / YYYY 08 / 21 / 2012	
Mailing Address 15260 Ventura Blvd. Suite 1240		Amount 50500.00	
City Sherman Oaks	State CA	Zip Code 91403	Transaction ID : F57.000009
Purpose of Expenditure Advertising - placement of web ad ("Voted For")		Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 14169293.60		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention	

(a) SUBTOTAL of Itemized Independent Expenditures..... ➤

52055.26

(b) SUBTOTAL of Unitemized Independent Expenditures..... ➤

(c) TOTAL Independent Expenditures ..... ➤  
(carry total from last page forward to Line 7)

**SCHEDULE 5-E**  
**ITEMIZED INDEPENDENT EXPENDITURES**PAGE 5 OF 11  
FOR LINE 7 OF FORM 5

NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee AOL Advertising		Date MM / DD / YYYY 08 / 21 / 2012
Mailing Address 770 Broadway 6th Floor		Amount 241500.00
City New York	State NY	Zip Code 10003
Purpose of Expenditure Advertising - placement of web ad ("Voted For")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input checked="" type="checkbox"/> President Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 14410793.60		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) 2012 Convention
Full Name (Last, First, Middle Initial) of Payee Adtegrity.com		Date MM / DD / YYYY 08 / 21 / 2012
Mailing Address 38 Commerce Ave., SW Suite 200		Amount 136111.11
City Grand Rapids	State MI	Zip Code 49503
Purpose of Expenditure Advertising - placement of web ad ("Voted For")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input checked="" type="checkbox"/> President Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 14546904.71		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) 2012 Convention
Full Name (Last, First, Middle Initial) of Payee Google		Date MM / DD / YYYY 08 / 21 / 2012
Mailing Address 1600 Amphitheatre Parkway		Amount 190000.00
City Mountain View	State CA	Zip Code 94043
Purpose of Expenditure Advertising - placement of web ad ("Voted For")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input checked="" type="checkbox"/> President Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 14736904.71		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) 2012 Convention

(a) SUBTOTAL of Itemized Independent Expenditures..... ➤

567611.11

(b) SUBTOTAL of Unitemized Independent Expenditures..... ➤

(c) TOTAL Independent Expenditures ..... ➤  
(carry total from last page forward to Line 7)

**SCHEDULE 5-E**  
**ITEMIZED INDEPENDENT EXPENDITURES**PAGE 6 OF 11  
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NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Mentzer Media		Date MM / DD / YYYY 08 / 22 / 2012
Mailing Address 600 Fairmount Avenue Suite 306		Amount 1900431.86 Transaction ID : F57.000013
City Towson	State MD	
Zip Code 21286		
Purpose of Expenditure Advertising-TV placement ("Still Believe")	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 16637336.57		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention
Full Name (Last, First, Middle Initial) of Payee McCarthy Hennings Media, Inc.		Date MM / DD / YYYY 08 / 24 / 2012
Mailing Address 1850 M Street, NW Suite 235		Amount 27385.81 Transaction ID : F57.000014
City Washington	State DC	
Zip Code 20036		
Purpose of Expenditure Advertising-TV production ("New Ideas")	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 16664722.38		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention
Full Name (Last, First, Middle Initial) of Payee Mentzer Media		Date MM / DD / YYYY 08 / 20 / 2012
Mailing Address 600 Fairmount Ave Suite 306		Amount 3520081.14 Transaction ID : F57.000015
City Towson	State MD	
Zip Code 21286		
Purpose of Expenditure Advertising-TV placement ("New Ideas")	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 20184803.52		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention

(a) **SUBTOTAL** of Itemized Independent Expenditures..... ➤

5447898.81

(b) **SUBTOTAL** of Unitemized Independent Expenditures..... ➤(c) **TOTAL** Independent Expenditures ..... ➤  
(carry total from last page forward to Line 7)

**SCHEDULE 5-E**  
**ITEMIZED INDEPENDENT EXPENDITURES**PAGE 7 OF 11  
FOR LINE 7 OF FORM 5

NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Pandora Media, Inc.		Date MM / DD / YYYY 08 / 24 / 2012	
Mailing Address 25601 Network Place		Amount 59095.00	
City Chicago	State IL	Zip Code 60673	Transaction ID : F57.000016
Purpose of Expenditure Advertising-Internet radio placement ("Voted For")	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President	
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 20243898.52		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) Convention	

  

Full Name (Last, First, Middle Initial) of Payee AOL Advertising, Inc.		Date MM / DD / YYYY 08 / 27 / 2012	
Mailing Address 770 Broadway 6th Floor		Amount 241500.00	
City New York	State NY	Zip Code 10003	Transaction ID : F57.000017
Purpose of Expenditure Advertising-placement of web ads ("New Ideas" & "Tick Tock")	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President	
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 20485398.52		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) Convention	

  

Full Name (Last, First, Middle Initial) of Payee Pandora Media, Inc.		Date MM / DD / YYYY 08 / 27 / 2012	
Mailing Address 25601 Network Place		Amount 186060.00	
City Chicago	State IL	Zip Code 60673	Transaction ID : F57.000018
Purpose of Expenditure Advertising-placement of web radio ad ("Change")	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President	
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 20671458.52		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) Convention	

(a) SUBTOTAL of Itemized Independent Expenditures..... ➤

486655.00

(b) SUBTOTAL of Unitemized Independent Expenditures..... ➤

(c) TOTAL Independent Expenditures ..... ➤  
(carry total from last page forward to Line 7)

**SCHEDULE 5-E**  
**ITEMIZED INDEPENDENT EXPENDITURES**PAGE 8 OF 11  
FOR LINE 7 OF FORM 5

NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Adtegrity.com Inc.		Date MM / DD / YYYY 08 / 27 / 2012
Mailing Address 38 Commerce Ave., SW Suite 200		Amount 136111.11
City Grand Rapids	State MI	Zip Code 49503
Purpose of Expenditure Advertising-placement of web ads ("New Ideas" & "Tick Tock")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input checked="" type="checkbox"/> President Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 20807569.63		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) 2012 Convention
Full Name (Last, First, Middle Initial) of Payee Target Enterprises, LLC		Date MM / DD / YYYY 08 / 28 / 2012
Mailing Address 15260 Ventura Blvd. Suite 1240		Amount 50500.00
City Sherman Oaks	State CA	Zip Code 91403
Purpose of Expenditure Advertising-placement of web ads ("New Ideas" & "Tick Tock")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input checked="" type="checkbox"/> President Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 20858069.63		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) 2012 Convention
Full Name (Last, First, Middle Initial) of Payee Google Inc.		Date MM / DD / YYYY 08 / 28 / 2012
Mailing Address 1600 Amphitheatre Parkway		Amount 190000.00
City Mountain View	State CA	Zip Code 94043
Purpose of Expenditure Advertising-placement of web ads ("New Ideas" & "Tick Tock")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input checked="" type="checkbox"/> President Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 21048069.63		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) 2012 Convention

(a) SUBTOTAL of Itemized Independent Expenditures..... ➤

376611.11

(b) SUBTOTAL of Unitemized Independent Expenditures..... ➤

(c) TOTAL Independent Expenditures ..... ➤  
(carry total from last page forward to Line 7)



**SCHEDULE 5-E**  
**ITEMIZED INDEPENDENT EXPENDITURES**PAGE 9 OF 11  
FOR LINE 7 OF FORM 5

NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Mentzer Media		Date MM / DD / YYYY 08 / 28 / 2012
Mailing Address 600 Fairmount Ave Suite 306		Amount 1701373.16 Transaction ID : F57.000022
City Towson	State MD	
Zip Code 21286		
Purpose of Expenditure Advertising-TV placement ("New Ideas")	Category/ Type 004	Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input checked="" type="checkbox"/> President State: _____ District: _____
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 22749442.79		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention
Full Name (Last, First, Middle Initial) of Payee Tommy Downs		Date MM / DD / YYYY 08 / 30 / 2012
Mailing Address 2111 Wilson Blvd. Suite 350		Amount 63.05 Transaction ID : F57.000023
City Arlington	State VA	
Zip Code 22201		
Purpose of Expenditure Advertising - allocable salary and benefits for in-house production of web ad ("New Ideas" et al.)	Category/ Type 004	Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input checked="" type="checkbox"/> President State: _____ District: _____
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 22749505.84		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention
Full Name (Last, First, Middle Initial) of Payee Google Inc.		Date MM / DD / YYYY 08 / 30 / 2012
Mailing Address 1600 Amphitheatre Parkway		Amount 400000.00 Transaction ID : F57.000024
City Mountain View	State CA	
Zip Code 94043		
Purpose of Expenditure Advertising - placement of web ad ("New Ideas" et al.)	Category/ Type 004	Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input checked="" type="checkbox"/> President State: _____ District: _____
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 23149505.84		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention

(a) SUBTOTAL of Itemized Independent Expenditures.....	2101436.21
(b) SUBTOTAL of Unitemized Independent Expenditures.....	
(c) TOTAL Independent Expenditures..... (carry total from last page forward to Line 7)	

**SCHEDULE 5-E**  
**ITEMIZED INDEPENDENT EXPENDITURES**PAGE 10 OF 11  
FOR LINE 7 OF FORM 5

NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee McCarthy Hennings Media, Inc.		Date MM / DD / YYYY 08 / 31 / 2012
Mailing Address 1850 M Street, NW Suite 235		Amount 39025.38
City Washington	State DC	Zip Code 20036
Purpose of Expenditure Advertising-TV production ("So Many Things")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input checked="" type="checkbox"/> President State: _____ District: _____
Calendar Year-To-Date Per Election for Office Sought 23188531.22		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention
Full Name (Last, First, Middle Initial) of Payee Mentzer Media		Date MM / DD / YYYY 08 / 31 / 2012
Mailing Address 600 Fairmount Ave Suite 306		Amount 1634652.64
City Towson	State MD	Zip Code 21286
Purpose of Expenditure Advertising-TV placement ("So Many Things")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input checked="" type="checkbox"/> President State: _____ District: _____
Calendar Year-To-Date Per Election for Office Sought 24823183.86		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention
Full Name (Last, First, Middle Initial) of Payee McCarthy Hennings Media, Inc.		Date MM / DD / YYYY 09 / 04 / 2012
Mailing Address 1850 M Street, NW Suite 235		Amount 44280.01
City Washington	State DC	Zip Code 20036
Purpose of Expenditure Advertising-TV production ("Replace")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input checked="" type="checkbox"/> President State: _____ District: _____
Calendar Year-To-Date Per Election for Office Sought 24867463.87		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention

(a) SUBTOTAL of Itemized Independent Expenditures.....	1717958.03
(b) SUBTOTAL of Unitemized Independent Expenditures.....	
(c) TOTAL Independent Expenditures ..... (carry total from last page forward to Line 7)	

**SCHEDULE 5-E**  
**ITEMIZED INDEPENDENT EXPENDITURES**PAGE 11 OF 11  
FOR LINE 7 OF FORM 5

NAME OF FILER (In Full)

AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Mentzer Media		Date MM / DD / YYYY 09 / 04 / 2012
Mailing Address 600 Fairmount Ave Suite 306		Amount 5718406.28
City Towson	State MD	Zip Code 21286
Purpose of Expenditure Advertising-TV placement ("Replace")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input type="checkbox"/> President State: _____ District: _____
Calendar Year-To-Date Per Election for Office Sought 30585870.15		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) Convention
Full Name (Last, First, Middle Initial) of Payee Google Inc.		Date MM / DD / YYYY 09 / 05 / 2012
Mailing Address 1600 Amphitheatre Parkway		Amount 200000.00
City Mountain View	State CA	Zip Code 94043
Purpose of Expenditure Advertising-placement of web ads ("So Many Things" & "Replace")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input type="checkbox"/> President State: _____ District: _____
Calendar Year-To-Date Per Election for Office Sought 30785870.15		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify)
Full Name (Last, First, Middle Initial) of Payee Pandora Media, Inc.		Date MM / DD / YYYY 09 / 05 / 2012
Mailing Address 25601 Network Place		Amount 14850.17
City Chicago	State IL	Zip Code 60673
Purpose of Expenditure Advertising-placement of Internet radio ads ("Change")		Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input type="checkbox"/> President State: _____ District: _____
Calendar Year-To-Date Per Election for Office Sought 30800720.32		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify)
(a) SUBTOTAL of Itemized Independent Expenditures.....		5933256.45
(b) SUBTOTAL of Unitemized Independent Expenditures.....		
(c) TOTAL Independent Expenditures ..... (carry total from last page forward to Line 7)		30800720.32